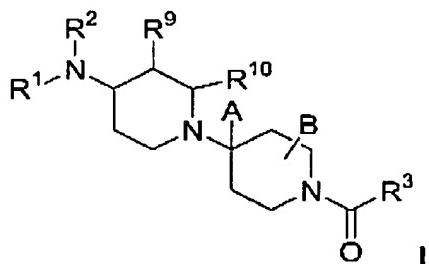


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Presently Pending Claims

Language to be added has been **bolded** and **underlined**, while language to be deleted has been ~~**bolded and striken-through**~~.

21. (Amended) A compound represented by the structural formula I



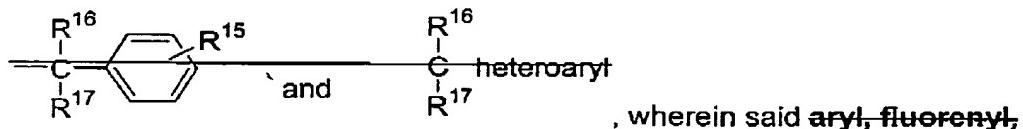
or a pharmaceutically acceptable salt or solvate thereof; wherein:

R¹ is

~~§—M—R⁴~~ ;

R² is selected from the group consisting of H, alkyl, aryl, arylalkyl, heteroarylalkyl, alkylketone, arylketone, alkyl, haloalkyl, cycloalkyl, ~~cyclo~~**hetero**alkyl, cycloalkylalkyl, alkylsulfonyl, arylsulfonyl, alkoxyalkyl, or amide;

R³ is selected from the group consisting of **aryl**, 6-membered heteroaryl, **fluorenyl**; and **diphenylmethyl**, 6-membered heteroaryl-N-oxide,



R⁴ is 1-3 substituents selected from the group consisting of H, halo, alkyl, haloalkyl, alkoxy, cycloalkyl, amide, CF₃, OCF₃, aryl, heteroaryl, -XR⁷, -CN, -CO₂H, -CO₂R²², R⁸-aryl(C₁-C₆)alkyl-, R⁸-heteroaryl(C₁-C₆)alkyl-, -

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$\text{C}(\text{O})\text{NR}^{21}\text{R}^{22}$, $-\text{C}(\text{O})\text{NH}_2$, wherein R^4 can be the same or different and is independently selected when there is more than one R^4 present;

~~R^6 is selected from the group consisting of H, arylalkyl, (C_1-C_6) alkyl, R^8 -aryl (C_1-C_6) alkyl, R^8 -heteroaryl (C_1-C_6) alkyl, $-\text{SO}_2-(\text{C}_1-\text{C}_6)$ alkyl, $-\text{SO}_2-(\text{C}_3-\text{C}_6)$ cycloalkyl, $-\text{SO}_2$ -aryl, R^8 -aryl- SO_2 , $-\text{C}(\text{O})(\text{C}_1-\text{C}_6)$ alkyl, $-\text{C}(\text{O})(\text{C}_4-\text{C}_6)$ cycloalkyl, R^8 -aryl-C(O), $-\text{C}(\text{O})\text{NR}^{21}\text{R}^{22}$, and $-\text{SO}_2\text{NR}^{21}\text{R}^{22}$;~~

~~R^6 is H, (C_1-C_6) alkyl, or (C_1-C_6) haloalkyl;~~

R^7 is selected from the group consisting of aryl, substituted aryl, heteroaryl, alkyl, haloalkyl and cycloalkyl;

R^8 is 1, 2 or 3 substituents selected from the group consisting of H, halo, (C_1-C_6) alkyl, (C_1-C_6) alkoxy, $-\text{CF}_3$, $-\text{OCF}_3$, $\text{CH}_3\text{C}(\text{O})$ -, $-\text{CN}$, CH_3SO_2 -, CF_3SO_2 - and $-\text{NH}_2$, wherein R^8 can be the same or different and is independently selected when there are more than one R^8 present;

R^9 , R^{10} and B can be the same or different and are each independently selected from the group consisting of hydrogen, (C_1-C_6) alkyl, and $-(\text{C}_1-\text{C}_6)$ haloalkyl;

R^{11} and R^{12} can be the same or different and are each independently selected from the group consisting of (C_1-C_6) alkyl, $-(\text{C}_1-\text{C}_6)$ haloalkyl, halogen, $-\text{NR}^{19}\text{R}^{20}$, $-\text{OH}$, CF_3 , $-\text{OCH}_3$, $-\text{O-acyl}$, and $-\text{OCF}_3$;

R^{13} is selected from the group consisting of hydrogen, R^{11} , H, phenyl, $-\text{NO}_2$, $-\text{CN}$, $-\text{CH}_2\text{F}$, $-\text{CHF}_2$, $-\text{CHO}$, $-\text{CH=NOR}^{19}\text{R}_{49}$, pyridyl-N-oxide, pyrimidinyl, pyrazinyl, $\text{N}(\text{R}^{20}\text{R}_{29})\text{CONR}^{20}\text{R}^{21}\text{R}_{29}\text{R}_{24}$, $-\text{NHCONH}(\text{chloro-}(\text{C}_1-\text{C}_6)\text{alkyl})$, $-\text{NHCONH}((\text{C}_3-\text{C}_{10})\text{-cycloalkyl}(\text{C}_1-\text{C}_6)\text{alkyl})$, $-\text{NHCO}(\text{C}_1-\text{C}_6)\text{alkyl}$, $-\text{NHCOCF}_3$, $-\text{NHCOCF}_3$, $-\text{NHSO}_2\text{N}((\text{C}_1-\text{C}_6)\text{alkyl})_2$, $-\text{NHSO}_2(\text{C}_1-\text{C}_6)\text{alkyl}$, $-\text{N}(\text{SO}_2\text{CF}_3)_2$, $-\text{NHCO}_2(\text{C}_1-\text{C}_6)\text{alkyl}$, $(\text{C}_3-\text{C}_{10})\text{cycloalkyl}$, $-\text{SR}^{22}$, $-\text{SOR}^{22}$, $-\text{SO}_2\text{R}^{22}$, $-\text{SO}_2\text{NH}(\text{C}_1-\text{C}_6)\text{alkyl}$, $-\text{OSO}_2(\text{C}_1-\text{C}_6)\text{alkyl}$, $-\text{OSO}_2\text{CF}_3$, hydroxy(C_1-C_6)alkyl, $-\text{CONR}^{19}\text{R}^{20}$, $-\text{CON}(\text{CH}_2\text{CH}_2\text{-O-CH}_3)_2$, $-\text{OCONH}(\text{C}_1-\text{C}_6)\text{alkyl}$, $-\text{CO}_2\text{R}^{19}\text{R}_{49}$, $-\text{Si}(\text{CH}_3)_3$ and $-\text{B}(\text{OC}(\text{CH}_3)_2)_2$;

R^{14} is selected from the group consisting of (C_1-C_6) alkyl, $-(\text{C}_1-\text{C}_6)$ haloalkyl, $-\text{NH}_2$ and R^{15} -phenyl;

R^{15} is 1-3 substituents selected from the group consisting of hydrogen, (C_1-C_6) alkyl, $-(\text{C}_1-\text{C}_6)$ haloalkyl, $-\text{CF}_3$, $-\text{CO}_2\text{R}^{20}$, $-\text{CN}$, (C_1-C_6) alkoxy and halogen; wherein R^{15} can be the same or different and is independently selected when there are more than one R^{15} present;

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~~R¹⁶ and R¹⁷ can each be the same or different and are each independently selected from the group consisting of hydrogen and (C₁-C₆)alkyl, or~~

~~R¹⁶ and R¹⁷ together are a C₂-C₆ alkylene group and with the carbon to which they are attached from a spiro ring of 3 to 6 carbon atoms;~~

R¹⁹, R²⁰ and R²¹ can each be the same or different and are each independently selected from the group consisting of H, (C₁-C₆)alkyl and (C₃-C₆)cycloalkyl;

R²² is selected from the group consisting of (C₁-C₆)alkyl, -(C₁-C₆)haloalkyl, (C₂-C₆)hydroxyalkyl, (C₂-C₆)alkylene, (C₃-C₆)cycloalkyl, aryl and aryl(C₁-C₆)alkyl-;

A is selected from the group consisting of H, (C₁-C₆)alkyl, and (C₂-C₆)alkenyl.

M is aryl or heteroaryl optionally substituted with R⁴;

Q is CH or N; and

X is selected from the group consisting of CH₂, SO₂, SO, S, and O, with the following proviso:

when R¹ is phenyl, pyridyl, thiophenyl or naphthyl, R² cannot be H, -(C₁-C₆)alkyl or -C(O)-(C₁-C₆)alkyl.

22. (Amended) A compound having the structural formula I according to claim 21 wherein R⁹, R¹⁰ and B are H, A is -CH₃, and R¹, R² and R³ are as defined in the following table:

#	R ¹	R ²	R ³
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11	<chem>CC(C)c1nc(C(F)(F)F)c(C)c1</chem>	<chem>CCc1ccccc1</chem>	<chem>CC(C)c1nc(C(F)(F)F)c(C)c1</chem>
12	<chem>CC(C)c1ccccc1</chem>	<chem>CCc1ccccc1</chem>	<chem>CC(C)c1nc(C(F)(F)F)c(C)c1</chem>
13	<chem>CC(C)c1cc(C(F)(F)F)nc2ccccc12</chem>	<chem>CCc1ccccc1</chem>	<chem>CC(C)c1nc(C(F)(F)F)c(C)c1</chem>
14	<chem>CC(C)c1ccccc1</chem>	<chem>CCc1ccccc1</chem>	<chem>CC(C)c1nc(C(F)(F)F)c(C)c1</chem>
15	<chem>CC(C)c1nc(C(F)(F)F)c(C)c1</chem>	<chem>CCc1ccccc1</chem>	<chem>CC(C)c1ccccc1c2cc(C[N+]([O-])=O)ccn2</chem>
16	<chem>CC(C)c1cc(C(F)(F)F)nc2ccccc12</chem>	<chem>CCc1ccccc1</chem>	<chem>CC(C)c1ccccc1c2cc(C[N+]([O-])=O)ccn2</chem>
17	<chem>CC(C)c1ccccc1Br</chem>	<chem>CCc1ccccc1</chem>	<chem>CC(C)c1nc(C(F)(F)F)c(C)c1</chem>
18	<chem>CC(C)c1ccccc1Cl</chem>	<chem>CCc1ccccc1</chem>	<chem>CC(C)c1nc(C(F)(F)F)c(C)c1</chem>
19	<chem>CC(C)c1ccccc1Br</chem>	<chem>CC(F)c1ccccc1</chem>	<chem>CC(C)c1nc(C(F)(F)F)c(C)c1</chem>
20	<chem>CC(C)c1ccccc1C(F)(F)F</chem>	<chem>CCc1ccccc1</chem>	<chem>CC(C)c1nc(C(F)(F)F)c(C)c1</chem>
21	<chem>CC(C)(C)c1ccccc1</chem>	<chem>CCc1ccccc1</chem>	<chem>CC(C)c1nc(C(F)(F)F)c(C)c1</chem>

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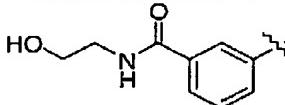
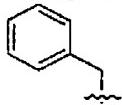
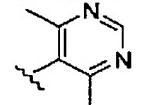
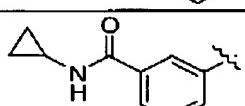
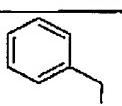
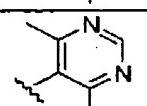
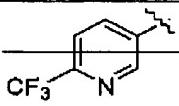
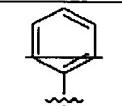
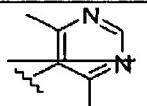
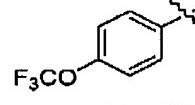
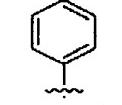
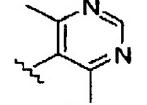
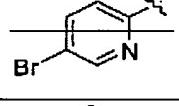
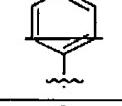
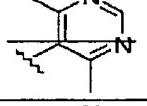
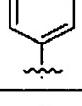
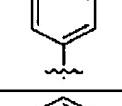
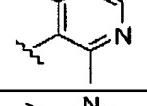
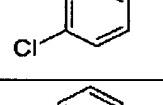
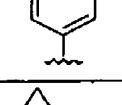
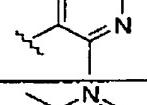
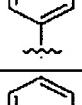
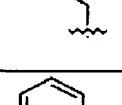
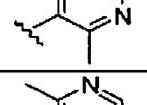
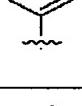
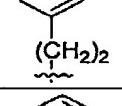
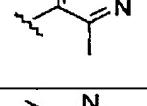
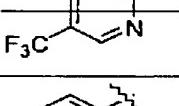
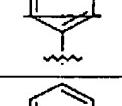
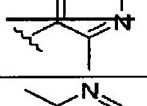
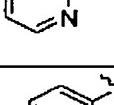
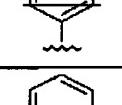
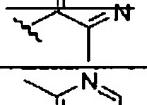
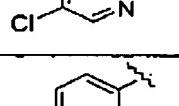
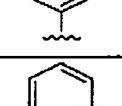
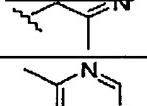
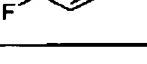
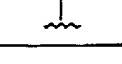
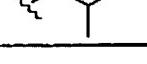
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50	<chem>CCc1ccc(cc1)S(=O)(=O)C</chem>	<chem>CCc1ccc(cc1)C</chem>	<chem>CCc1cc(C)cnc1C</chem>
51	<chem>CCc1ccc(cc1)Cl</chem>	<chem>CCc1ccc(cc1)C</chem>	<chem>CCc1cc(C)cnc1C</chem>
52	<chem>CCc1ccc(cc1)Br</chem>	<chem>CCc1ccc(cc1)C</chem>	<chem>CCc1cc(C)cnc1C</chem>
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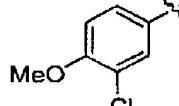
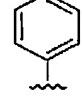
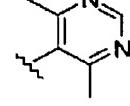
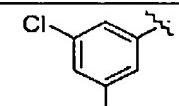
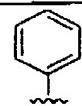
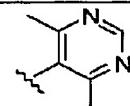
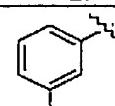
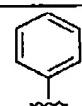
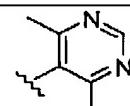
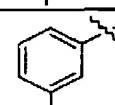
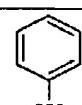
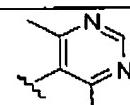
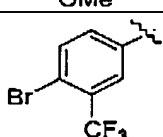
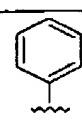
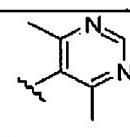
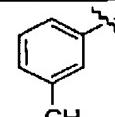
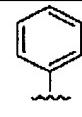
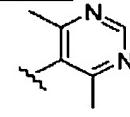
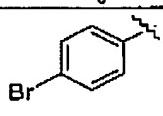
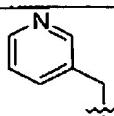
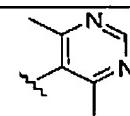
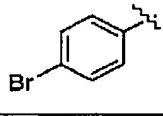
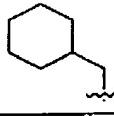
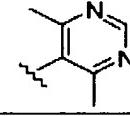
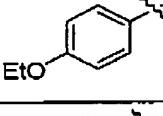
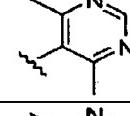
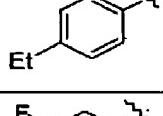
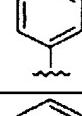
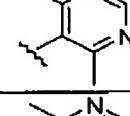
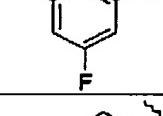
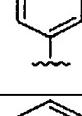
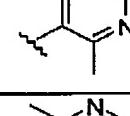
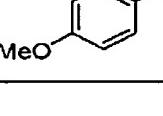
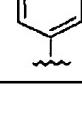
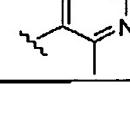
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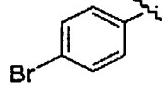
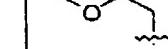
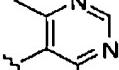
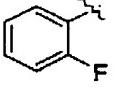
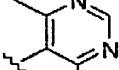
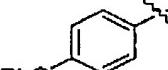
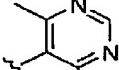
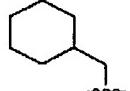
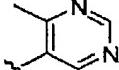
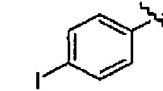
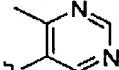
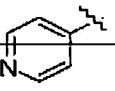
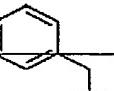
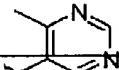
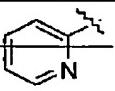
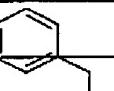
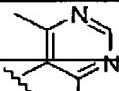
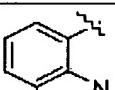
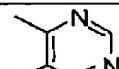
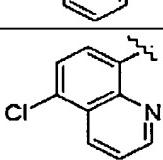
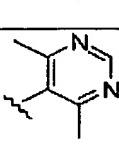
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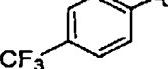
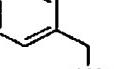
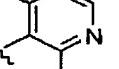
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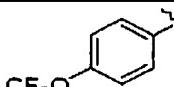
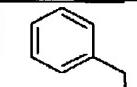
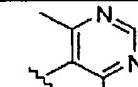
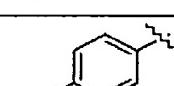
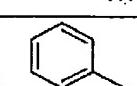
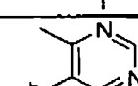
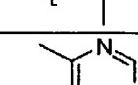
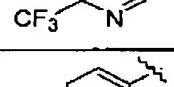
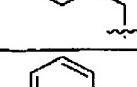
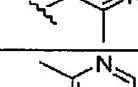
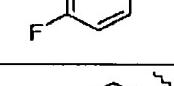
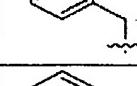
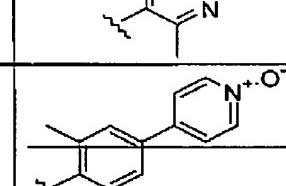
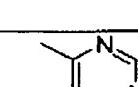
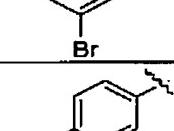
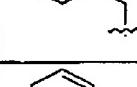
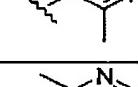
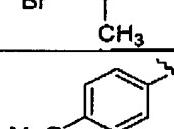
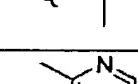
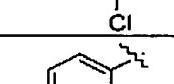
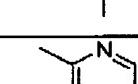
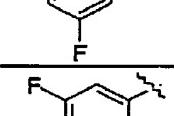
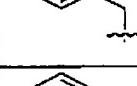
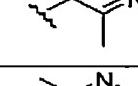
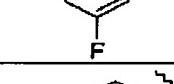
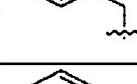
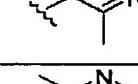
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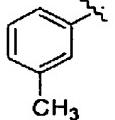
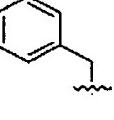
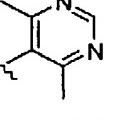
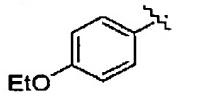
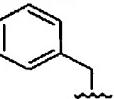
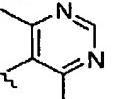
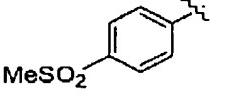
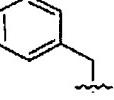
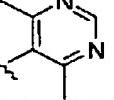
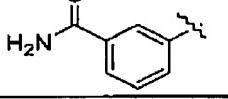
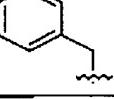
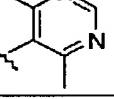
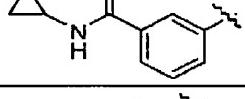
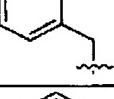
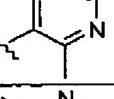
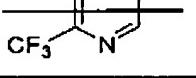
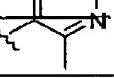
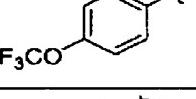
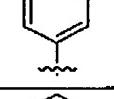
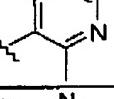
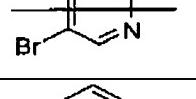
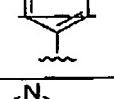
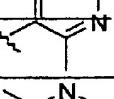
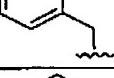
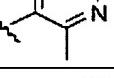
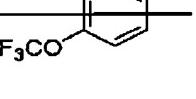
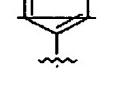
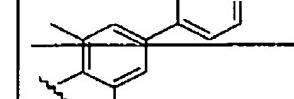
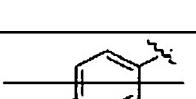
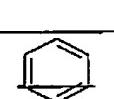
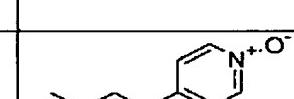
23. (Amended) A compound according to claim 22 wherein R¹, R² and R³ each represent:

#	R ¹	R ²	R ³
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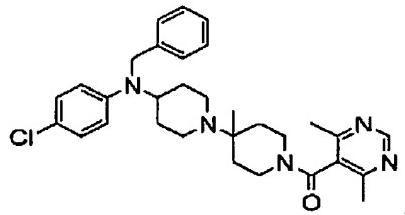
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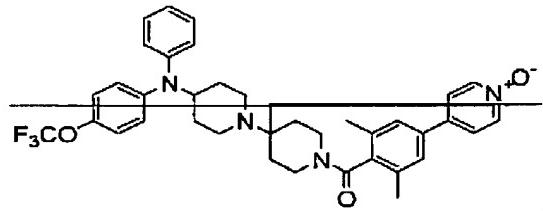
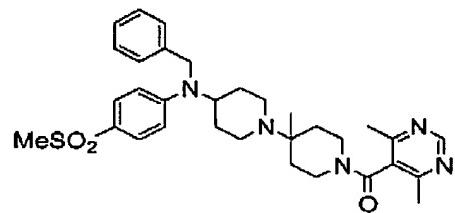
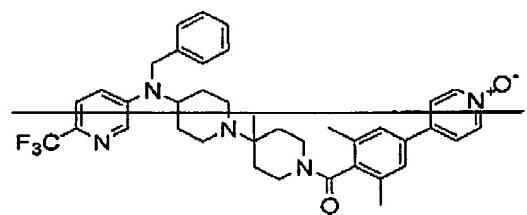
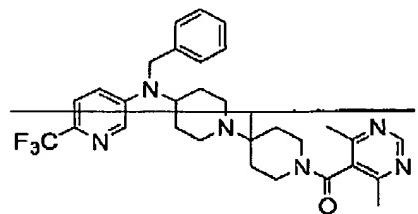
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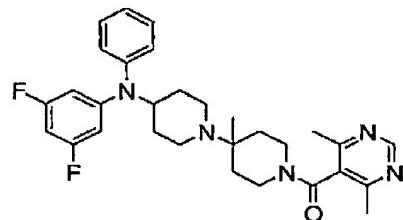
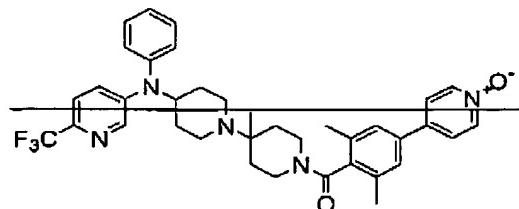
24. (Amended) A compound according to claim 23 represented by the structural formulae:



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25. (Previously presented) A pharmaceutical composition comprising one or more compounds of claim 21.

26. (Previously presented) A pharmaceutical composition comprising one or more compounds of claim 24.

27. (Previously presented) The pharmaceutical composition according to claim 25 further comprising one or more pharmaceutically acceptable carriers.

28. (Previously presented) The pharmaceutical composition according to claim 26 further comprising one or more pharmaceutically acceptable carriers.

29. (Previously presented) The pharmaceutical composition according to claim 25, wherein said pharmaceutical composition contains a therapeutically effective amount of said one or more compounds.

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30. (Previously presented) The pharmaceutical composition according to claim 26, wherein said pharmaceutical composition contains a therapeutically effective amount of said one or more compounds.

31-40. (Previously canceled)